

Superseded 5/12/2015

16-6a-813 Action without meeting.

- (1) Unless otherwise provided in the bylaws, any action required or permitted by this chapter to be taken at a board of directors' meeting may be taken without a meeting if each and every member of the board in writing either:
 - (a) votes for the action; or
 - (b)
 - (i)
 - (A) votes against the action; or
 - (B) abstains from voting; and
 - (ii) waives the right to demand that action not be taken without a meeting.
- (2) Action is taken under this section only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted.
- (3)
 - (a) An action taken pursuant to this section may not be effective unless the nonprofit corporation receives writings:
 - (i) describing the action taken;
 - (ii) otherwise satisfying the requirements of Subsection (1);
 - (iii) signed by all directors; and
 - (iv) not revoked pursuant to Subsection (4).
 - (b) Unless otherwise provided by the bylaws, a writing described in Subsection (3)(a) may be received by the nonprofit corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the nonprofit corporation with a complete copy of the document, including a copy of the signature on the document.
 - (c) A director's right to demand that action not be taken without a meeting shall be considered to have been waived if the nonprofit corporation receives a writing satisfying the requirements of Subsection (1) that has been signed by the director and not revoked pursuant to Subsection (4).
 - (d) Action taken pursuant to this section shall be effective when the last writing necessary to effect the action is received by the nonprofit corporation, unless the writings describing the action taken set forth a different effective date.
- (4) If the writing is received by the nonprofit corporation before the last writing necessary to effect the action is received by the nonprofit corporation, any director who has signed a writing pursuant to this section may revoke the writing by a writing signed and dated by the director:
 - (a) describing the action; and
 - (b) stating that the director's prior vote with respect to the writing is revoked.
- (5) Action taken pursuant to this section:
 - (a) has the same effect as action taken at a meeting of directors; and
 - (b) may be described as an action taken at a meeting of directors in any document.